

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. GRACE & CO., et al.¹

Debtors.

) Chapter 11

)

) Case No. 01-01139 (JKF)

) (Jointly Administered)

)

Hearing Date: July 14, 2010 at 10:00 a.m.

Objection Deadline: June 28, 2010 at 4:00 p.m.

Re: Docket # 24919

**CERTIFICATE OF COUNSEL REGARDING MOTION FOR ENTRY OF ORDER
AUTHORIZING DEBTORS' ENTRY INTO (I) CONSENT ORDER WITH THE
UNITED STATES REGARDING THE ZONOLITE/W. R. GRACE EASTHAMPTON,
MA SUPERFUND SITE (II) STIPULATION RESOLVING CLAIM 11301 OF OLDON
LIMITED PARTNERSHIP AND (III) STIPULATION RESOLVING
CLAIM 7121 OF THE CITY OF EASTHAMPTON**

1. On June 7, 2010, the Debtors filed their Motion requesting entry of an order (the "Motion")(Docket No. 24919) authorizing their entry into (i) a consent order (the "Consent Order,") with the United States of America (the "United States")

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

regarding the Zonolite/W. R. Grace Easthampton, MA superfund site (the “Site”); (ii) a Stipulation resolving claim no. 11301 of Oldon Limited Partnership (the “Oldon Stipulation”); and (iii) a Stipulation resolving claim no. 7121 of the City of Easthampton, MA. (the “City Stipulation”).

2. Thereafter, the Debtors received inquiries and comments on the Motion and requested order from counsel for the Official Committee of Unsecured Creditors (the “Committee”) and counsel for the Representative for Future Asbestos Property Damage Claimants (the “PD FCR”). Specifically, the Committee requested that the Debtors add new paragraph 3 to the draft order which sets forth the complete paragraph 87 of the Consent Order. The PD FCR requested the Debtors revise paragraph 9 of the draft order to clarify the affect of resolving the Oldon Claim and add paragraph 10 to the draft order to include the injunction provisions of the Oldon Stipulation. The Debtors have revised the draft order attached to the Motion to address the concerns raised by such parties.

3. On June 22, 2010, the Debtors circulated the revised draft Order, attached hereto, to counsel for all of the Official Committees in these cases, the Future Claimants Representatives and counsel for the United States, Oldon² and the City of Easthampton. None of the parties have any objection to entry of the attached revised Order. No objections have been filed to the Motion.

4. As a result, the Debtors respectfully request that the Court enter the attached revised form of Order (1) approving the Debtors' execution of (i) the Consent Order attached as Exhibit I to the Order; (ii) the Oldon Stipulation, attached as Exhibit II to the Order which resolves Claim No. 11301; and (iii) the City Stipulation attached as

² Capitalized terms not defined in this Order shall have the meaning ascribed to them in, as the case may be, the Motion or the Consent Order.

Exhibit III to the Order which resolves Claim No. 7121; (2) authorizing the Debtors to consummate the transactions contemplated in the Consent Order, the Oldon Stipulation and the City Stipulation; and (3) granting such other relief as may be just or proper.

Dated: June 21, 2010

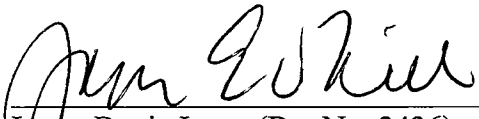
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